

PLAN OF REORGANIZATION

OF

PREMERA

PREMERA, a Washington nonprofit ~~miscellaneous~~ corporation formed under RCW Chapter 24.06 (the "Corporation"), hereby adopts the following plan of reorganization in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, to change its form of organization to become a Washington corporation under RCW Chapter 23B:

1. The Corporation will undertake the contribution of all its assets and liabilities to [New PREMERA Corp.], a Washington corporation formed under RCW Chapter 23B, in exchange for all of the issued and outstanding stock of [New PREMERA Corp.] pursuant to the Transfer of Assets Agreement attached hereto.
2. ~~Pursuant to the Plan of Distribution attached hereto, the~~The Corporation will distribute 100% of its assets, including all the stock of [New PREMERA Corp.], to the Corporation's sole voting ~~member,~~
~~{members~~ [Washington Foundation Shareholder], a Washington nonprofit corporation formed under RCW Chapter ~~24.03 and then 24.03~~ and [Alaska Health Foundation], an Alaska nonprofit corporation formed under the laws of the state of Alaska, and thereafter liquidate and dissolve as soon as practical thereafter pursuant to the Articles of Dissolution attached hereto.

PREMERA

By: _____
Its: _____

ARTICLES OF DISSOLUTION

OF

PREMERA

Pursuant to RCW 24.06.275, the following Articles of Dissolution are submitted for filing:

1. The name of the corporation is PREMERA (the "Corporation").
2. The sole voting ~~member~~members of the Corporation adopted a resolution to dissolve the Corporation by written consent on or _____, 200__.
3. All debts, obligations and liabilities of the Corporation have been paid, satisfied and discharged, or adequate provision has been made therefor.
4. All remaining property and assets of the Corporation have been transferred, conveyed or distributed in accordance with RCW ~~Chapter~~ 24.06.
5. With respect to any suits pending against the Corporation in any court, adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation ~~in any pending suit.~~
6. A copy of the Department of Revenue Tax Clearance Certificate, issued on _____, 200__, is attached hereto.

Dated _____, 200__.

PREMERA

By: _____

Its: _____